

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:

HP / SUPERIOR, INC., and
SUPERIOR HEALTHCARE INVESTORS, INC.,

Debtors.

CHAPTER 11

Jointly administered under
CASE NO. 14-71797-pwb

CONSENT MOTION FOR ENTRY OF ORDER EXTENDING CLOSING DATE

COMES NOW, Superior WI Realty, LLC (“Purchaser”), and hereby files this consent motion for entry of an order extending the deadline for it to close on the sale of substantially all of the assets of Debtors HP/ Superior, Inc., d/b/a St. Francis in the Park (“HP”) and Superior Healthcare Investors, Inc. (“SHI”, together with HP, the “Debtors”) and respectfully shows the Court as follows:

1. HP filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on November 3, 2014. SHI filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on January 6, 2015. Since their respective petition dates, the Debtors have continued in possession of their property and operation of their businesses as debtors and debtors-in-possession. The Debtors’ cases are jointly administered and no trustee or examiner has been appointed.

2. On January 14, 2015 Debtors filed Debtors’ Motion (A) for Authority to Sell Assets Free and Clear of Liens, Claims, and Encumbrances (B) to Assume and Assign Certain Executory Contracts; (C) to Establish Procedures with Respect to Such Sale and the Assumption and Assignment of Executory Contracts, (D) to Consider Approval of Breakup Fee, and (E) to Shorten and Limited Notice [Docket No. 84] (the “Sale Motion”). The Sale Motion sought entry of an order permitting, among other things, Debtors to sell substantially all of their assets to

Purchaser pursuant to an Asset Purchase Agreement filed with the Court on January 15, 2015 [Docket No. 53] (the “Purchase Agreement”).

3. On March 24, 2015 the Court entered its Order Granting Debtors’ Motion (A) for Authority to Sell Assets Free and Clear of Liens, Claims, and Encumbrances (B) to Assume and Assign Certain Executory Contracts; (C) to Establish Procedures with Respect to Such Sale and the Assumption and Assignment of Executory Contracts, (D) to Consider Approval of Breakup Fee, and (E) to Shorten and Limited Notice [Docket No. 84] (the “Sale Order”). The Sale Order authorized Debtors, among other things, to sell the Identified Assets¹ and assume and assign the Assigned Contracts to Purchaser on terms and conditions substantially in accordance with the Purchase Agreement (the “Sale”).

4. The Purchase Agreement requires that Debtors and Purchaser close on the Sale no later than seventy five (75) days after entry of the Sale Order. Based on the timing of entry of the Sale Order, the deadline for Debtors and Purchaser to close was June 7, 2015.

5. The Sale did not close on or before June 7, 2015.

6. Purchaser and Debtors have agreed to extend the closing deadline² on the following terms:

- (A) Purchaser shall wire to the Debtors the sum of One Hundred and Fifty Thousand Dollars (\$150,000), with (i) One Hundred Thousand Dollars (\$100,000) to be held by Debtors as an additional, non-refundable deposit to be credited against the Purchase Price at Closing and (ii) Fifty Thousand Dollars (\$50,000) to be paid to the Debtors for operating and administrative expenses incurred by Debtors during the period from June 7, 2015 through and including July 1, 2015; and

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Purchase Agreement.

² The Purchase Agreement provides that it may be amended upon the consent of Debtors and Purchaser.

(B) Debtors shall consent to an extension of the closing deadline for the Sale through and including July 1, 2015.

7. Purchaser and Debtors agree that the Sale remains in the best interests of Debtors, their estates, and creditors and the Debtors consent to entry of the relief requested herein.

WHEREFORE, Purchaser respectfully requests that the Court, on or before July 1, 2015, enter an order in substantially the form attached hereto as “**Exhibit 1**” approving Purchaser and Debtors’ extension of the closing deadline through and including July 1, 2015.

DATED this 23rd day of June, 2015.

Respectfully submitted,

s/ David E. Gordon
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CERTIFICATE OF SERVICE

I hereby certify that the foregoing was filed using the CM/ECF filing system, which will automatically send notice to the following counsel of record and via U.S. Mail where indicated:

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Dated: June 23, 2015

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/s/ David E. Gordon

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EXHIBIT 1

(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE:

HP / SUPERIOR, INC., and
SUPERIOR HEALTHCARE INVESTORS, INC.,

Debtors.

CHAPTER 11

Jointly administered under
CASE NO. 14-71797-pwb

ORDER EXTENDING CLOSING DATE

THIS CAUSE came before the Court upon the Consent Motion for Entry of Order Extending Closing Date filed by Superior WI Realty, LLC (“Purchaser”) on June 23, 2015 (the “Motion”). The Court having reviewed the Motion and the record in this case, and having considered the argument of counsel at the hearing (if any), and it appearing that the Motion is in the best interests of Debtors HP/ Superior, Inc., d/b/a St. Francis in the Park (“HP”) and Superior Healthcare Investors, Inc. (“SHI”, together with HP, the “Debtors”) and their respective estates and that Debtors have consented to the entry of the relief set forth herein, and it further appearing

that due and adequate notice of the Motion has been provided to all necessary parties, for good cause shown and for all of the reasons set forth in this Court's March 24, 2015 Order Granting Debtors' Motion (A) for Authority to Sell Assets Free and Clear of Liens, Claims, and Encumbrances (B) to Assume and Assign Certain Executory Contracts; (C) to Establish Procedures with Respect to Such Sale and the Assumption and Assignment of Executory Contracts, (D) to Consider Approval of Breakup Fee, and (E) to Shorten and Limited Notice [Docket No. 84] (the "Sale Order"), it is hereby:

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that the deadline for Debtors and Purchaser to close on the Sale contemplated by the Sale Order is hereby extended through and including July 1, 2015; and it is further

ORDERED that all other terms of the Purchase Agreement remain in full force and effect and are unaltered by entry of this Order; and it is further

ORDERED that the findings of fact and conclusions of law set forth by the Court in the Sale Order are hereby incorporated herein by reference in their entirety.

[END OF DOCUMENT]

Prepared and presented by:

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